

**Internal Regulations
regarding the
Working Principles and Procedures
of the
General Assembly of
Enka İnşaat ve Sanayi Anonim Şirketi**

**CHAPTER ONE
Purpose, Scope, Underlying Legislation and Definitions**

Purpose and Scope

ARTICLE 1- (1) The purpose of the hereby Internal Regulations is to determine the working principles and procedures as to be applied by the General Assembly of **Enka İnşaat ve Sanayi Anonim Şirketi** according to the Law, the relevant legislation and the provisions of the Articles of Association thereof. The hereby Internal Regulations shall be applicable to all Ordinary and Extraordinary General Assembly Meetings of Holders of Ordinary and Preferred Share Certificates of **Enka İnşaat ve Sanayi Anonim Şirketi**.

Underlying Legislation

ARTICLE 2- (2) The hereby Internal Regulations is prepared by the Board of Directors in compliance with the provisions of the "Regulations on the Procedures and Principles applicable to General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Attending Such Meetings".

Definitions

ARTICLE 3- (1) The following terms as used in the hereby Internal Regulations shall have the meanings as specified below:

- a) Conjunction: a one-day meeting of the General Assembly;
- b) Law: The Turkish Code of Commerce dated 13/01/2011 and numbered 6102;
- c) Session: Each individual part of each Conjunction interrupted due to taking rest, food break and similar reasons;
- ç) Meeting: All Ordinary and Extraordinary General Assembly Meetings of the Holders of Ordinary and Preferred Share Certificates;
- d) Presidential Board: The panel composing of, according to the first paragraph of Article 419 of the Law, a chairperson elected by the General Assembly to preside over the Meeting, a vice-chairperson elected by the General Assembly in case of need, a minutes-clerk to be appointed by the chairperson, and a scrutineer also to be appointed by the chairperson in case of need.

SECOND SECTION

Working Principles of and Procedures applicable to the General Assembly

Applicable Provisions

ARTICLE 4 – (1) The General Assembly Meeting is to be conducted in accordance with the relevant legislation and the provisions of the Articles of Association related to General Assembly Meetings.

Access to the Venue of the General Assembly Meeting and Preparations

ARTICLE 5 - (1) Access to the Venue of the General Assembly Meeting is permitted to such shareholders or representatives thereof the names of whom are recorded in the List of Attendants prepared by the Board of Directors as well as the members of the Board of Directors, the auditor, any authorized employees of the Company, the audio and video technicians, the representative of the Capital Market Board, the representative of the Ministry, and any persons who will be elected or appointed to the Presidential Board.

(2) At the entrance to the Venue of General Assembly Meeting, any real-person shareholders and any representatives appointed to take part in the Meeting by virtue of the Electronic Online (General Assembly) Meeting Teleconference System as allowed and provided by Article 1527 of the Law, are required to identify themselves by their respective identity cards; any representatives of any real-person shareholders to identify themselves by their respective identity cards and to present their Certificates of Authorization empowering them to such representation; and any representatives of any entities to present their Certificates of Authorization empowering them to such representation; and moreover, they all are required to sign the respective signature block allocated to them in the List of Attendants. The check of the relevant identity cards and Certificates of Authorization will be performed by such person(s) as to be appointed by the Board of Directors.

(3) Arrangement of the Venue of the General Assembly Meeting so that the capacity of the same is sufficient to place any and all shareholders therein and making available any stationery, documents, devices and equipment (including any audio and video recording systems) to be needed during the Meeting is the duty of the person(s) to be appointed by the Board of Directors.

Opening of the General Assembly Meeting

ARTICLE 6 – (1) The General Assembly Meeting is to be held in a venue at the head office of the Company and on such date and at such time as announced beforehand, under the presiding of the Chairman of the Board of Directors, and in his absence under the presiding of the Vice-Chairman of the Board of Directors, and in the absence thereof under the presiding of any one of the Members of the Board of Directors, after determination by virtue of a protocol that the quorums as stipulated in Articles 418 and 421 of the Law are met.

Forming the Presidential Board

ARTICLE 7- (1) Pursuant to the provisions of Article 6 of the hereby Internal Regulations, the Chairman of the Board of Directors shall preside the General Assembly Meetings. And in his absence the Vice-Chairman shall preside. And if also the Vice-Chairman is absent, the General Assembly shall elect its own Chairman from amongst its members.

(2) The Chairman of the General Assembly Meeting shall appoint at least one minutes-clerk and sufficient number of scrutineers if he/she deems necessary.

(3) The Presidential Board is authorized to sign the Minutes of Meeting as well as any other documents that form a basis thereto.

(4) The Chairman shall act in line with the provisions of the Law, the Articles of Association and the hereby Internal Regulations while conducting the General Assembly Meeting.

(5) The Chairman may designate any specialists for the performance of any technical operations connected with the aforesaid Electronic Online (General Assembly) Meeting Teleconference System during the General Assembly Meeting.

Duty and Authorities of the Presidential Board

ARTICLE 8 – (1) The Presidential Board shall perform the following duties under the presiding of the Chairman:

a) to review whether the General Assembly Meeting is convened at such address as specified in the announcement and, in case the location of Venue of Meeting is stipulated in the Articles of Association, to review whether the actual venue where Meeting is being held complies with such requirement;

b) to review: whether the call for, i.e. the invitation to, the General Assembly Meeting has been made in accordance with the Articles of Association and whether the respective announcement related thereto was published in the website of the Company and in the Turkish Commercial Registry Gazette/Journal; whether such call is made at least three weeks before the date of the Meeting excluding the dates on which the announcement and the meeting are made; whether the date of the Meeting, the agenda thereof and the gazettes in which the announcement for call to such Meeting was published, were sent via registered mail to any shareholders registered in the share book as well as to such other shareholders having previously informed their addresses to the Company by submitting their share certificates or any other satisfactory documents proving their shareholding; and to write to the Minutes of the Meeting whether the foregoing conditions are fulfilled;

c) to check: whether any unauthorized person(s) not permitted to access the Meeting are attending the same; and whether the procedures applicable to the process of Access to the Venue of Meeting as specified under the second paragraph of Article 5 of the hereby Internal Regulations have been applied by the Board of Directors;

ç) to review: whether any and all shareholders or representatives thereof are present in the General Assembly Meeting if the same was convened without a call, i.e. invitation thereto as per Article 416 of the Law; whether any objection is made to the holding of the General Assembly Meeting without call as aforesaid; and whether the attendance quorum is preserved until end of the Meeting;

d) to check whether the Company's Articles of Association, including any amendments, if any, made thereto, the share book, the Board of Directors' Annual Report, the Audit Reports, the Financial Statements, the Agenda of the General Assembly Meeting, if the Agenda of the General Assembly contains any amendments to the Articles of Association, then the draft of the amendment text as prepared by the Board of Directors, the Letter of Permission by the Ministry of Customs and Trade and annexes thereof approving such amendment to the Articles of Association, the List of Attendants of the General Assembly Meeting as prepared by Board of Directors, if such General Assembly Meeting is being held upon postponement of the former one, then the Minutes of Postponement of the previous postponed General Assembly Meeting, as well as any other necessary documents related to the General Assembly Meeting are made available completely at the Venue of Meeting; and to write to the Minutes of the Meeting whether the foregoing conditions are fulfilled;

e) to check the identities of the persons participating in the General Assembly Meeting in person or by proxy or as representative by signing the List of Attendants upon any objection or in case of necessity, and to verify the correctness of the Certificates of Authorization of the relevant proxies and representatives;

f) to check whether the Executive Members and at least one Member of the Board of Directors and the Auditor are present in the Meeting; and to write to the Minutes of the Meeting whether the foregoing conditions are fulfilled;

g) to conduct the General Assembly Meeting within the framework of its agenda; to prevent the diversion from the agenda for any reasons other than the exceptional ones as specified in the Law; to maintain the order of the Meeting; and to take necessary any necessary measures in this aspect;

ğ) to open and close the conjunctions and sessions, and to close the Meeting;

h) to read or to cause to be read to the General Assembly Meeting any decisions, drafts, minutes, reports, suggestions and similar documents related to the matters as discussed in the Meeting, and to provide any attendants requesting to debate these matters to do so;

i) to put to the vote any decisions to be resolved by the General Assembly, and to communicate the results of such voting;

j) to check whether the minimum meeting quorum is preserved at the beginning, furtherance and end of the General Assembly Meeting, and to observe any decisions are taken in accordance with such quorums as provided in the Law and the Articles of Association;

j) to divulge to the General Assembly Meeting any statements made by those representative as specified under Article 428 of the Law;

k) pursuant to the provisions of Article 436 of the Law, to prevent any unauthorized shareholders who have no voting right, to vote for any decisions as stated in the aforesaid Article, and to observe any restrictions as imposed on the right of voting and on privileged votes as stipulated by the Law and the Articles of Association;

l) upon request of such number of shareholders representing one-twentieth of the Share Capital of the Company, to postpone any negotiation of the Financial Statements and the discussion on any matters related thereto to the postponement meeting of the General Assembly to reconvene one month later, without the General Assembly is required to take any decision thereon;

m) to ensure any Minutes of the General Assembly Meetings are duly drawn up, to incorporate any objections into such Minutes, to sign any Resolutions and Minutes, and for the sake of avoidance of any doubt, to clearly state in the Minutes of the General Assembly any votes in favor or against any decisions taken therein;

n) at the end of the Meeting, to deliver to anyone of the attendant Members of the Board of Director, the Minutes of Meeting of the General Assembly held, the Board of Directors' Annual Report, the Audit Reports, the Financial Statements, the List of Attendants, the Agenda, any proposals, the ballot papers and any minutes related thereto as well as any and all documents regarding the Meeting.

Procedures to be Performed Prior to Discussing the Agenda

ARTICLE 9 - (1) The Chairman shall read or cause to be read to the General Assembly Meeting the agenda thereof. The Chairman shall ask whether any proposal is being intended to be made for changing the order of discussion of the agenda

items, and if any, such proposal shall be submitted by the same to the approval of General Assembly. The order of discussion of the agenda items may be changed by the decision of the majority of the votes at the Meeting.

Agenda and Discussion of the Agenda Items

ARTICLE 10 - (1) The following issues must be included in the Agenda of any Ordinary General Assembly Meeting:

- a) Opening of the Meeting and forming the Presidential Board;
- b) Discussion of Board of Directors' Annual Report, the Audit Reports and the Financial Statements;
- c) Release of the Members of the Board of Directors and of the Auditors;
- ç) Election of the Members of Board of Directors in lieu of those one the terms of office of whom are expired as well as of the Auditors;
- d) Determination of the considerations payable to the Members of Board of Directors such as their remunerations, attendance fees, bonuses, premiums;
- e) Determination of the method of usage and distribution of the profit and the rate of dividend share.
- f) Discussion of the amendments, if any, to the Articles of Association;
- g) Any other issues considered necessary.

(2) Any reasons that give rise to the convention of any Extraordinary General Assembly Meeting constitute the Agenda of such Meeting.

(3) Apart from the exceptions stated below, any issues not included into the Agenda of any General Assembly Meeting must not be discussed and concluded in such Meeting:

- a) In case all shareholders are completely present, any new item may be added to the Agenda of any General Assembly Meeting by unanimous vote of all attendants of such Meeting;
- b) Pursuant to the provisions of Article 438 of the Law, any request of any shareholder for a special audit must be concluded by the General Assembly irrespective of whether such request is being in the Agenda of the Meeting or not;
- c) Any matters connected with the dismissal of any Members of the Board of Directors and the election of any new ones in lieu of them are to be considered as to be relevant to such items of the Agenda that are related with the negotiation of the yearend Financial Statements, and thus, such matters are to be directly discussed and concluded if so requested irrespective of whether they are included in the Agenda or not.
- ç) Any matters connected with the dismissal of any Members of the Board of Directors due to proven justified reasons such as corruption, incapability, breach of loyalty liability, difficulty in exercising the duty due to the membership in multiple companies, incompatibility or undue influence, and the election of any new ones in lieu of them due to such reasons may be, even if there is no item in the Agenda to that effect, put on the Agenda by the majority votes of the shareholders being present in the General Assembly Meeting.

(5) Any issues detected as a result of the audits performed or any matters having been decided to be negotiated and discussed by the General Assembly may be put on the Agenda of the Meeting thereof.

(6) The Agenda is to be fixed by whom he/she calls the General Assembly to convene Meeting.

To Rise to Speak in a Debate in the Meeting

ARTICLE 11 - (1) Any shareholders or any other related persons who want to rise to speak in any of the items of the Agenda being deliberated or debated have to communicate their request to speak therein to the Presidential Board. Thereupon the Presidential Board shall declare to the General Assembly any persons who will speak and grant them the right to speak according to their order of application. If any person who requested to rise to speak is absent in the Venue of Meeting when his/her turn to speak comes, then such person will lose his/her right to speak. The speeches are to be addressed to the General Assembly from such space that is designated for this purpose. Speakers are allowed to switch the order of speaking between themselves. In case the duration of speeches has been limited, any speaker the duration of speech of whom is expired although his/her speech has not been completed yet, can only then resume his/her speech at the end of such duration within the duration of speech of the next following speaker, if such next following speaker gives permits him/her to that effect, and on condition that such continuation of the speech is completed within the duration of speech of such next following speaker. Apart from that, the duration of speech cannot be extended in any manner whatsoever.

(2) The Chairman may, without taking into account the turn of speaking, give the floor to the Members of the Board of Directors and Auditor requesting to make explanations regarding the issues under discussion.

(3) Upon proposal of the Chairman or the shareholders, the duration of the speeches is to be fixed by the General Assembly under consideration of the fullness of the agenda, volume and importance of the issues to be discussed and the number of the speakers. Under such circumstances, the General Assembly shall decide by polling whether the duration of the speeches are required to be limited and, if yes, how long such durations may be.

(4) For enabling any shareholders or any representatives thereof taking part in the General Assembly Meeting by virtue of the Electronic Online (General Assembly) Meeting Teleconference System as allowed and provided by Article 1527 of the Law as aforesaid, to communicate their opinions and suggestions to the General Assembly, such procedures and principles shall be applicable as stipulated in the said Article and any subordinated regulations thereof.

Voting and Method of Voting

ARTICLE 12 - (1) Prior to proceeding to voting, the Chairman shall explain the subject to be voted to the General Assembly. If a draft of a decision is to be voted, then such draft is first to be put down in writing and read to the General Assembly before proceeding to voting. After the proceeding to voting is declared, rising to speak may be allowed only in matters that are related to the procedure of voting. Nevertheless, any shareholders having not given the floor meanwhile even though they requested to rise to speak may make usage of their right to speak if they remember the Chairman thereabout and the same verified such outstanding right. After proceeding to voting, rising to speak may not be allowed anymore.

(2) The votes on any issues having been discussed in the Meeting shall be polled by raising hands or standing up or by separately saying the words "accepted" or "rejected". The votes are counted by the Presidential Board. If necessary, the Presidential Board may assign sufficient number of people to help counting of votes and scrutiny. Any persons who didn't raise hand or stand up or make any statements in any way shall be deemed as having "negated" and the votes thereof shall be deemed during the assessment of the votes as to be given against the relevant decision having been polled.

(3) For enabling any shareholders or any representatives thereof taking part in the General Assembly Meeting by virtue of the Electronic Online (General Assembly) Meeting Teleconference System as allowed and provided by Article 1527 of the Law as aforesaid, to go to polls and to vote, such procedures and principles shall be applicable as stipulated in the said Article and any subordinated regulations thereof.

Preparing the Minutes of the Meeting

ARTICLE 13 - (1) The Chairman of the Meeting shall sign the List of Attendants showing the names of the shareholders and/or of their representatives as well as the groups, numbers, quantities and the nominal values of the shares held by them, and shall moreover ensure the Minutes of Meeting where a brief summary of any questions asked and any answers replied thereto in the General Assembly, any resolutions decided as well as any affirmative and negating votes polled for such resolutions are clearly shown, to be issued in compliance with such principles as stipulated in the Law and the relevant legislation.

(2) The Minutes of Meeting is to be prepared during the Meeting on the spot at the Venue of Meeting by virtue of a computer. A printer must be available at the Venue of Meeting for to be able to get any print-out of the Minutes of Meeting issued by virtue of a computer.

(3) The Minutes of Meeting shall be prepared at least in two copies and each page thereof shall be signed by the members of the Presidential Board and the representative of the Ministry.

(4) In the Minutes of Meeting shall be specified: Company's trade name, the date and place of the General Assembly Meeting, the total nominal value of the shares and the number thereof, the total number of the shares represented in person and by proxy in the Meeting, the name and surname of the representative of the Ministry, if present in the Meeting, and date and number of the Letter of Appointment thereof, and the method of public announcement of the Meeting if the same is held upon call, i.e. invitation or the statement that it the same is held without any call, i.e. invitation if no public announcement is made.

(5) The number of votes polled for the affirmation or negation the relevant decisions put on voting shall be specified in figures and words in the Minutes for the sake of avoidance of any doubt.

(6) The names and surnames of any person(s) having negated any decision taken in the Meeting and the reason why they negated such decision shall be recorded in the Minutes if so requested by them.

(7) In case the reason for opposition has been submitted in writing, such opposition notice shall be attached to the Minutes. The names and surnames of the shareholders or of the representatives thereof having submitted their opposition shall be recorded in the Minutes under the statement that their notice of opposition is attached thereto. The notice of opposition as attached to the Minutes shall be signed by the Presidential Board and the representative of the Ministry if the latter has attended the Meeting.

Procedures to be Performed at the End of the Meeting

ARTICLE 14 - (1) The Chairman of the Meeting shall deliver one copy of the Minutes of Meeting and any and all documents related to the General Assembly to one of the Members of the Board of Directors being present in the Meeting. Such delivery of the Minutes of Meeting and all the other documents as aforesaid shall be ascertained by another separate minutes to be prepared and signed by the Chairman and the relevant Member of the Board of Directors having received the same.

(2) The Board of Directors is obliged to deliver one notarized copy of the Minutes of Meeting to the Commercial Registry and cause the latter to register and announce any and all matters in such Minutes of Meeting that are subject to registration and announcement, within a delay of fifteen days of the date of the General Assembly Meeting.

(3) The Minutes of Meeting shall be published on the Company's website within at the latest five days as of the date of the General Assembly.

(4) In addition, the Chairman of the Meeting shall deliver one copy of the List of Attendants, the Agenda and the Minutes of the General Assembly Meeting to the representative of the Ministry if the latter has attended the Meeting.

Taking Part in the General Assembly Meeting by Virtue of the Electronic Online (General Assembly) Meeting Teleconference System

ARTICLE 15 – (1) For those who will take part in the General Assembly Meeting by virtue of the Electronic Online (General Assembly) Meeting Teleconference System as allowed and provided by Article 1527 of the Law, any and all necessary steps shall be taken by the Presidential Board under consideration of Article 1527 of the Law and any relevant legislation related thereto for enabling them to do so.

SECTION THREE Miscellaneous

Attendance of the Representative of the Ministry and Documents related to the General Assembly Meeting

ARTICLE 16 - (1) For any Meetings of the General Assembly at which the attendance of the representative of the Ministry is compulsory, the provisions of the " Regulations on the Procedures and Principles applicable to General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Attending Such Meetings" are being reserved as for the request for the attendance of such representative, and the duties and authorities thereof.

(2) It is mandatory to comply with the provisions of the Regulation mentioned in the first paragraph hereof in terms of preparation of the List of persons to attend the General Assembly and of the List of Attendance of the General Assembly, the Letters of Authorization of any representatives to be used for attending and taking part in the Meeting and the Minutes of Meeting.

Issues Not Foreseen in the Internal Regulation

ARTICLE 17 - In the event that any issues are encountered in the General Assembly Meetings which have not been foreseen in this Internal Regulation, the General Assembly shall decide how to proceed.

Acceptance of the Internal Regulation and Amendments

ARTICLE 18 – The hereby Internal Regulation shall be entered into force by the Board of Directors upon approval of the General Assembly of **Enka İnşaat ve Sanayi Anonim Şirkleti**, and it will be registered and published accordingly. Also any amendments to the Internal Regulation are subject to the same procedure.

Enforcement of the Internal Regulation

ARTICLE 19 – The hereby Internal Regulation has been approved in the Meeting of the General Assembly of **Enka İnşaat ve Sanayi Anonim Şirkleti** held on 12 April 2013, and comes into force on the date of its publication in the Turkish Commercial Registry Gazette/Journal.